

**IN THE UNITED STATES DISTRICT COURT  
FOR THE SOUTHERN DISTRICT OF NEW YORK**

**IN RE TREMONT SECURITIES LAW,  
STATE LAW AND INSURANCE  
LITIGATION**

**This Document Relates To:**

**All Actions**

**MASTER FILE NO.:  
08 CIV. 11117 (TPG)**

**ECF CASE  
Electronically Filed**

**STIPULATION AND [PROPOSED] ORDER REGARDING  
WITHDRAWAL OF OBJECTION AND EXCLUSION REQUEST BY  
JOHN HANCOCK LIFE INSURANCE COMPANY (U.S.A.)**

**WHEREAS**, on February 25, 2011, the Settling Class Plaintiffs, acting on behalf of themselves, the Settling Funds, the applicable subclasses and the present limited partners and/or shareholders of the Settling Funds, as the case may be, entered into a Stipulation of Partial Settlement dated February 25, 2011 (the “Stipulation”) with the Settling Defendants; and

**WHEREAS**, on March 29, 2011, the Court having considered the proposed Settlement set forth in the Stipulation in light of the requirements of Rules 23, 23(a), 23(b)(3) and Rule 23.1 directed the Plaintiffs Settlement Class Counsel to cause the (1) Summary Notice of Pendency of Consolidated Actions, Motion for Final Approval of Settlement, Hearing on Proposed Settlement and Motion for Attorneys’ Fees and Expenses; (2) Notice of Pendency of Consolidated Actions, Motion for Final Approval of Settlement, Hearing on Proposed Settlement and Motion for Attorneys’ Fees and Expenses; and (3) Notice of Pendency of Class Action, Motion for Final Approval of Proposed Settlement of the Insurance Action, Hearing on Proposed Settlement and Motion for Attorneys’ Fees and Expenses to be disseminated to limited partners and/or shareholders of the Settling Funds and members of the subclasses certified; and

**WHEREAS**, on May 11, 2011, John Hancock Life Insurance Company (U.S.A.) (“John Hancock”) requested exclusion from the Settlement; and

**WHEREAS**, on June 28, 2011, the Court entered an Order approving issuance of the Supplemental Notice; and

**WHEREAS**, on July 21, 2011, John Hancock filed various objections, including to the Settlement; and

**WHEREAS**, on August 8, 2011 the Court stated on the record that it approved the Settlement and Request for Attorneys’ Fees and Expenses as to the Gross Settlement Fund, took any findings regarding the Plans of Allocation under advisement, and overruled the objections filed by John Hancock.

**IT IS HEREBY STIPULATED AND AGREED AS FOLLOWS:**

1. John Hancock withdraws its objections to the extent they may not have been explicitly overruled on August 8, 2011, and waives any right to appeal the Court’s determination overruling the objections and any right to appeal the approval of the Settlement and State and Securities Law Class Counsel’s request for Attorneys’ Fees and Expenses (except that none of John Hancock’s rights with respect to objecting to any material modifications to the previously filed Plans of Allocation and the Plan of Distribution to be filed in the future by State and Securities Law Class Counsel with respect to the Fund Distribution Account are waived by this Stipulation).

2. John Hancock withdraws its request for exclusion from the Settlement Class and hereby opts into the Settlement Class.

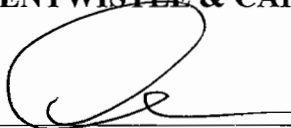
3. As a member of the Settlement Class, upon submitting an executed Proof of Claim and Release form, John Hancock is entitled to receive a distribution from the Net

Settlement Fund based on its Recognized Claim in the manner of other similarly situated

Settlement Class Members.

DATED: August 23, 2011

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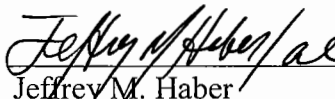
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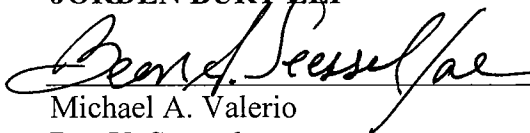
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A handwritten signature in cursive script, appearing to read "Ben V. Seessel", is written over a horizontal line.

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*Counsel for John Hancock Life Insurance Company  
(U.S.A.)*

**So Ordered** this \_\_\_\_ day of \_\_\_\_\_, 2011

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Honorable Thomas P. Griesa  
UNITED STATES DISTRICT JUDGE